

# TODTMAN, NACHAMIE, SPIZZ & JOHNS, P. C.

MARTIN TODTMAN  
BARTON NACHAMIE  
ALEX SPIZZ  
PETER A. JOHNS\*  
ROBERT D. TOLZ  
ARTHUR GOLDSTEIN  
PERRY L. COHEN  
IVAN SERCHUK  
PAUL RICHARD KARAN  
JOSEPH P. CERVINI, JR.  
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SENIOR COUNSEL  
STEPHEN D. OESTREICH

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WESLEY CHEN

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PASQUALE CRISPO  
SETH D. BADER

Sender's email:  
aspizz@tnsj-law.com

February 18, 2011

- Via By Hand -

The Honorable Arthur J. Gonzalez  
Chief United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green  
New York, NY 10004

- Via Email -

Schuyler G. Carroll, Esq.  
Robert Hirsh, Esq.  
Arent Fox LLP  
1675 Broadway  
New York, NY 10019-5820

Re: Rock & Republic Enterprises, Inc., et al.  
Chapter 11 Case No. 10-11728 (AJG) (Jointly Administered)

- Via Email -

Armando Arce, Jr., Controller  
Rock & Republic Enterprises, Inc.  
3523 Eastham Drive  
Culver City, CA 90232

- Via Email -

Richard Morrissey, Esq.  
Office of the United States Trustee  
33 Whitehall Street – 21<sup>st</sup> Floor  
New York, NY 10004

Pursuant to an Order dated April 28, 2010 our firm was retained nunc pro tunc to April 1, 2010 to represent the Debtors-in-Possession in the above referenced Chapter 11 case. By Order dated April 29, 2010 (the "Compensation Order") the Bankruptcy Court has authorized payment of 80% of our monthly fees and 100% of our monthly expenses.

During the period from January 1, 2011 through January 31, 2011 our fees for services rendered as counsel to the Debtors-in-Possession were \$116,464.90. Our disbursements during this period were \$3,332.98. A detailed billing statement for the

263519 v1



MEMBER OF LAWYERS ASSOCIATED WORLDWIDE WITH LAW FIRMS IN OVER 106 JURISDICTIONS

**TODTMAN, NACHAMIE, SPIZZ & JOHNS, P. C.**

Armando Arce, Jr.  
Schuyler G. Carroll, Esq.  
Robert Hirsh, Esq.  
Richard Morrissey, Esq.  
February 18, 2011  
Page 2 of 2

period is enclosed for your information and review. The billing statement sets forth the name of each attorney who rendered services and the applicable billing rate. The report also breaks down the services by category as required by the fee guidelines.

**BY SUBMITTING THIS UNREDACTED BILLING STATEMENT, TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C. DOES NOT WAIVE THE ATTORNEY-CLIENT PRIVILEGE OR WORK PRODUCT PRIVILEGE, ALL OF WHICH ARE EXPRESSLY PRESERVED.**

In accordance with Compensation Order unless we receive an objection to our monthly billing statement is received within thirty-five (35) days following the month of which compensation is sought, the Debtors shall remit to Todtman, Nachamie, Spizz & Johns, P.C. the sum of \$93,171.92 representing 80% of \$116,464.90 and \$3,332.98 representing 100% of the disbursements incurred during the applicable period, for a total payment of \$96,504.90.

If you have any questions with respect to this billing statement, please do not hesitate to contact the undersigned.

Very truly yours,

Alex Spizz

AS:sn  
Enclosure

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.  
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ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

Page: 1  
February 17, 2011  
CLIENT NO: 11931M

ATTN: ARMANDO ARCE, JR.

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COVER STATEMENT

	Balance
11931-0000 RE: CASE ADMINISTRATION	\$3,290.00
11931-0002 RE: MEETING OF CREDITORS	\$330.00
11931-0003 RE: ASSET DISPOSITION	\$9,066.00
11931-0005 RE: BUSINESS OPERATIONS	\$23,814.00
11931-0006 RE: CLAIMS ADMINISTRATION & OBJECTIONS	\$46,642.40
11931-0008 RE: FEE APPLICATIONS	\$1,092.00
11931-0009 RE: FEE/EMPLOYMENT OBJECTIONS	\$1,210.00
11931-0010 RE: PLAN & DISCLOSURE STATEMENT	\$28,783.00
11931-0013 RE: LEASES/EXCUTORY CONTRACTS	\$2,237.50
TOTAL FEES	\$116,464.90
TOTAL EXPENSES	\$3,332.98
TOTAL FEES AND EXPENSES	<u>\$119,797.88</u>

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 3523 EASTHAM DRIVE  
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Page: 1

February 17, 2011

CLIENT NO: 11931-0000M  
 STATEMENT NO: 209931

ATTN: ARMANDO ARCE, JR.

RE: CASE ADMINISTRATION

LEGAL SERVICES

		<u>TIME</u>
01/04/2011	JLM CONFERENCE WITH A. GOLDSTEIN RE: DOING CLAIM OBJECTION RE: SERVICE OF FEE APPLICATION NOTICE	0.10      42.00
01/10/2011	AS TELEPHONE CONFERENCE WITH DEBTOR AND PROFESSIONALS RE: VIOLATION OF TRADE SECRETS BY FORMER EMPLOYEES	1.00      550.00
01/12/2011	JLM E-MAIL TO AND TELEPHONE CONFERENCE WITH C. MANDERSON RE: EXPANDING RETENTION	0.20      84.00
01/18/2011	JLM E-MAIL TO C. MANDERSON RE: INFORMATION RE: BUTLER AND ADDITIONAL SERVICES MSM WANTS TO PERFORM (.2); DRAFT APPLICATION TO EXPAND RETENTION OF MSM, PROPOSED ORDER AND AFFIDAVIT OF CHRIS MANDERSON (2.3); DRAFT EX PA RTE APPLICATION TO SHORTEN TIME RE: SAME (.6); DRAFT EX PARTE ORDER RE: SAME (.5)	3.60      1,512.00
01/19/2011	JLM FINALIZE MOTION PAPERS RE: MSM APPLICATION AND EX PARTE APPLICATION TO SHORTEN TIME RE: SAME (.4); LETTER TO JUDGE ENCLOSING SAME (.3); E-MAIL TO JUDGE RE: SAME (.1)	0.80      336.00
JLM	TELEPHONE CONFERENCE WITH LAW CLERK RE: MSM APPLICATION AND CONFERENCE WITH A. SPIZZ AND A. GOLDSTEIN RE: SAME; E-MAIL TO MSM RE: SAME	0.20      84.00
AS	REVIEW E-MAIL FROM COMMITTEE COUNSEL RE: DOCUMENTS IN CONNECTION WITH WIND DOWN	0.40      220.00
JLM	TELEPHONE CONFERENCE WITH JEN GARZE OF HAIN CAPITAL RE: GENERAL CASE INFORMATION <small>PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS          IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT LAURIE NEWMAN AT EXTENSION 309 OR <a href="mailto:lnewman@tnsj-law.com">lnewman@tnsj-law.com</a></small>	0.20      84.00

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

**ROCK & REPUBLIC ENTERPRISES, INC.**

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February 17, 2011

CLIENT NO: 11931-0000M  
STATEMENT NO: 209931

**RE: CASE ADMINISTRATION**

TIME

01/20/2011

JLM DRAFT NOTICE OF MOTION FOR APPLICATION TO  
EXPAND SCOPE OF MSM RETENTION (.3);  
CALENDAR DATE AND COORDINATE FILING AND  
SERVICE OF SAME AND DRAFT LETTER TO TO  
JUDGE ENCLOSING CHAMBERS' COPY OF NOTICE  
(.3)

0.60 252,00

01/25/2011

JLM TELEPHONE CONFERENCE WITH LAW CLARK RE:  
JUDGE MOVING HEARINGS FROM 9:30 A.M. TO  
10:30 A.M. TOMORROW AND E-MAIL PARTIES IN  
INTEREST TO NOTIFY THEM

TOTAL LEGAL SERVICES THIS MATTER

0.30	126.00
<hr/>	<hr/>
7.40	3,290.00

## **DISBURSEMENTS**

PHOTOCOPYING	2,226.80
GROUND TRANSPORTATION	135.99
POSTAGE	187.54
MEAL(S)	94.06
FEDERAL EXPRESS	127.04
SECRETARY OVERTIME	17.50
OFFICE SUPPLIES	10.32
AT & T TELECONFERENCE SERVICES	33.25
LEXIS NEXIS - RESEARCH CHARGES	500.48
<b>TOTAL DISBURSEMENTS THROUGH 01/31/2011</b>	<b>3,332.98</b>

**TOTAL CURRENT WORK** 6,622.98

TOTAL THIS MATTER \$6,622.98

TOTAL DUE THIS MATTER \$6,622.98

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3523 EASTHAM DRIVE  
CILVER CITY CA 90232

ATTN: ARMANDO ARCE, JR.

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February 17, 2011

CLIENT NO: 11931-0002M  
STATEMENT NO: 209932

RE: MEETING OF CREDITORS

LEGAL SERVICES

	<u>TIME</u>
01/18/2011	
AS TELEPHONE CONFERENCE WITH COMMITTEE COUNSEL	0.60
AND VF - BUYER PROTECTION HEARING	330.00
TOTAL LEGAL SERVICES THIS MATTER	<u>0.60</u>
TOTAL CURRENT WORK	330.00
TOTAL THIS MATTER	<u>\$330.00</u>
TOTAL DUE THIS MATTER	<u>\$330.00</u>

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ROCK & REPUBLIC ENTERPRISES, INC.  
 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

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February 17, 2011

CLIENT NO: 11931-0003M  
 STATEMENT NO: 209933

ATTN: ARMANDO ARCE, JR.

RE: ASSET DISPOSITION

**LEGAL SERVICES**

			<u>TIME</u>
01/04/2011	AG	TELEPHONE CONFERENCE WITH ATTORNEYS FOR CREDITORS COMMITTEE AND VF RE: ESCROW DEPOSITION	0.20      105.00
01/05/2011	AG	REVIEW REVISED ESCROW AGREEMENT WITH CITIBANK	1.00      525.00
01/06/2011	AS	TELEPHONE CONFERENCE WITH HIRSH AND SIMMS - WIND DOWN OF OPERATION, SIMMS SIGAL ET AL	1.20      660.00
01/08/2011	JLM	CONTINUE TO DRAFT MOTION FOR AUTHORIZATION TO CONDUCT STORE CLOSING SALES AND FOR APPROVAL OF AGREEMENT WITH LANDLORD	3.00      1,260.00
01/10/2011	AS	E-MAIL WITH VF RE: COMMUNICATIONS WITH DEBTOR CUSTOMERS	1.00      550.00
	AS	E-MAILS WITH VF'S COUNSEL - COMMUNICATIONS WITH CUSTOMERS	0.50      275.00
01/11/2011	AG	REVIEW REVISED ESCROW AGREEMENT	0.60      315.00
01/12/2011	AG	TELEPHONE CONFERENCE WITH VF AND COMMITTEE PROFESSIONALS	1.60      840.00
	AG	DRAFT CERTIFICATE OF INCUMBENCY; TELEPHONE CONFERENCE WITH CORP. GENERAL COUNSEL RE: ESCROW AGREEMENT AND MISCELLANEOUS MATTERS	0.80      420.00
01/17/2011	AG	PREPARE FOR BUYER PROTECTION MOTION	2.10      1,102.50

PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS  
 IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT  
 LAURIE NEWMAN AT EXTENSION 309 OR lnewman@tnsj-law.com

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0003M

STATEMENT NO: 209933

RE: ASSET DISPOSITION

		<u>TIME</u>
01/18/2011	AG TELEPHONE CONFERENCE WITH PROFESSIONALS RE: MOTION TO APPROVE VF BUYER PROTECTION SCHEDULED FOR THURSDAY	0.70      367.50
	AG REVIEW FILE AND PREPARE FOR MOTION TO APPROVE VF BUYER PROTECTIONS	1.30      682.50
01/19/2011	AG ATTEND HEARING RE: MOTION TO APPROVE VF BUYER PROFESSIONALS AND MOTION TO RETAIN FORENSIC ACCOUNTANTS; TRAVEL TO AND FROM COURT	3.10      1,627.50
01/28/2011	JLM TELEPHONE CONFERENCE WITH A. GOLDSTEIN AND J. SMOLINSKY RE: INTERNET SALES AND ONE STOP	0.20      84.00
	JLM TELEPHONE CONFERENCE WITH VIET RE: EASTHAM STORE AND SAMPLE SALE AND GETTING PERMIT FROM CULVER CITY AND SENDING IT TO I. GOLD AND SENDING PROPOSAL TO I. GOLD RE: HOW SALE WILL BE CONDUCTED (PARAMETERS FROM VIET'S E-MAIL)	0.20      84.00
01/30/2011	JLM REVIEW NOTES FROM MEETINGS WITH A. GOLDSTEIN AND CONFERENCE CALLS ON 1/30; E-MAILS TO A. SPIZZ RE: SAME	0.40      168.00
	TOTAL LEGAL SERVICES THIS MATTER	<u>17.90      9,066.00</u>
	TOTAL CURRENT WORK	9,066.00
	TOTAL THIS MATTER	<u>\$9,066.00</u>
	TOTAL DUE THIS MATTER	<u>\$9,066.00</u>

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February 17, 2011

CLIENT NO: 11931-0005M  
 STATEMENT NO: 209934

ATTN: ARMANDO ARCE, JR.

RE: BUSINESS OPERATIONS

**LEGAL SERVICES**

		<u>TIME</u>	
01/04/2011	AG TELEPHONE CONFERENCE WITH SILBERT RE: DISCUSS OPERATION AND BUDGET PROJECTIONS	0.50	262.50
01/05/2011	AG TELEPHONE CONFERENCE WITH SILBERT RE: BUDGET AND CLAIMS	0.70	367.50
01/06/2011	AG TELEPHONE CONFERENCE WITH SILBERT RE: BUDGET ISSUES	0.50	262.50
	AG REVIEW LEASES RE: CLOSING LOCATIONS AND ISSUES	0.70	367.50
	AG TELEPHONE CONFERENCE WITH PROFESSIONALS AND MB RE: CASE STATUS - STORE CLOSINGS ETC.; REVIEW LEASES - AGREEMENTS	1.40	735.00
	AG TELEPHONE CONFERENCE WITH RR PROFESSIONALS RE: BUSINESS PLAN - LEASES	0.70	367.50
	AG TELEPHONE CONFERENCE WITH COMMITTEE PROFESSIONALS RE: CASE STATUS AND STORE CLOSINGS; OUTSTANDING ISSUES (1.0); DISCUSSION WITH A. SPIZZ (.3)	1.30	682.50
JLM	ATTEND CONFERENCE CALL WITH R. HIRSH, A. GOLDSTEIN AND A. SPIZZ RE: INVENTORY ISSUES .5; CONFERENCE WITH A. GOLDSTEIN RE: STATUS RE: ORDINARY COURSE OF BUSINESS ISSUE (.1); OBTAIN AND REVIEW RECENT MOTIONS IN OTHER CASES SEEKING AUTHORIZATION TO CONDUCT STORE CLOSING SALES (.3)	0.90	378.00
01/07/2011	AG REVIEW LEASES; TELEPHONE CONFERENCE WITH ATTORNEY FOR 2 RETAIL LOCATIONS - STORE CLOSING/GOB SALES	1.20	630.00
	PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT LAURIE NEWMAN AT EXTENSION 309 OR <u>lnewman@tnsj-law.com</u>		

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0005M

STATEMENT NO: 209934

RE: BUSINESS OPERATIONS

			<u>TIME</u>
AS	TELEPHONE CONFERENCE WITH DEBTOR - COMMUNICATION WITH CUSTOMERS AND CANCELLATION OF ORDER	0.60	330.00
JLM	REVIEW ASSET PURCHASE AGREEMENT WITH RESPECT TO INVENTORY ISSUES (.3); OBTAIN AND REVIEW PRIOR SECTION 365(d)(4) STIPULATION WITH CPG (LANDLORD) AND CONFERENCE WITH A. GOLDSTEIN RE: NEW AGREEMENT (.2); DRAFT MOTION FOR AUTHORIZATION TO CONDUCT STORE CLOSING SALES AND FOR APPROVAL OF STIPULATION WITH LANDLORD (3.5)	3.80	1,596.00
JLM	DRAFT STIPULATION WITH LANDLORD RE: STORE CLOSING SALES	1.00	420.00
01/10/2011			
AG	REVIEW STORE CLOSING GUIDELINES - SIMON PROPERTY	0.50	262.50
AG	TELEPHONE CONFERENCE WITH R. HIRSH RE: ESCROW AGREEMENT; DEPOSITIONS AND OUTSTANDING ISSUES	0.30	157.50
JLM	DRAFT MOTION RE: STORE CLOSING SALES AND PROPOSED ORDER	1.50	630.00
01/11/2011			
JLM	CONTINUE TO DRAFT STORE CLOSING MOTION AND PROPOSED ORDER (3.5); DRAFT EX PARTE MOTION TO SHORTEN TIME RE: STORE CLOSING MOTION (1.0); E-MAILS WITH C. MANDERSON AND PARTNER RE: ADDRESSES NEEDED FOR STORE CLOSING MOTION (.1)	4.60	1,932.00
01/12/2011			
AG	REVISE STIPULATION WITH SIMON PROPERTIES RE: STORE CLOSING SALES; REVIEW LEASES	1.10	577.50
AG	REVISE MOTION AUTHORIZING STORE CLOSING SALES	1.20	630.00
01/13/2011			
AG	TELEPHONE CONFERENCE WITH MB AND RR PROFESSIONALS RE: DISCUSS STORE CLOSINGS	0.80	420.00

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LAURIE NEWMAN AT EXTENSION 309 OR lnewman@tnsj-law.com

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

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February 17, 2011

CLIENT NO: 11931-0005M  
STATEMENT NO: 209934

ROCK & REPUBLIC ENTERPRISES, INC.

RE: BUSINESS OPERATIONS

TIME

AG	REVISE MOTION AUTHORIZING STORE CLOSING SALES	0.80	420.00
JLM	REVIEW A. GOLDSTEIN'S REVISIONS TO STORE CLOSING MOTION (.2); REVISE MOTION ACCORDINGLY (.4); CONFERENCE WITH A. GOLDSTEIN RE: SAME (.1); REVISE PROPOSED ORDER (.8); E-MAILS WITH JAVIER BARRON RE: GOVERNMENTAL OFFICIALS IN CALIFORNIA THAT NEED TO BE NOTIFIED (.1); TELEPHONE CONFERENCE WITH ORANGE COUNTY NEW YORK CLERK (.2)	1.80	756.00
JLM	E-MAIL TO J. SCHATER AND J. BARRON RE: STORE CLOSING MOTION AND CALIFORNIA GOVERNMENTAL OFFICIALS NEEDED TO BE NOTIFIED (.1); E-MAIL TO J. BARRON RE: CAMARILLO STORE (.1)	0.20	84.00
JLM	DRAFT EX PARTE ORDER SHORTENING TIME FOR STORE CLOSING MOTION (.6); REVIEW STORE CLOSING GUIDELINES (.2)	0.80	336.00
01/14/2011			
AG	REVIEW AND REVISE STORE CLOSING MOTION; EX PARTE MOTION; REVISE AGREEMENT WITH SIMON PROPERTIES	2.60	1,365.00
JLM	CONFERENCE WITH A. GOLDSTEIN RE: STORE CLOSING MOTION AND RELATED ISSUES (.4); FINALIZE STORE CLOSING MOTION AND PROPOSED ORDER AND EX PARTE MOTION TO SHORTEN TIME AND ORDER SHORTENING TIME (3.5); TELEPHONE CONFERENCES WITH LAW CLERK RE: SAME (.4); TELEPHONE CONFERENCES WITH AND E-MAILS TO W. YEUNG RE: SAME AND PROCEDURE FOR SERVING ONCE COURT ENTERS ORDER SHORTENING TIME (.4)	4.70	1,974.00
JLM	LETTER TO JUDGE ENCLOSING STORE CLOSING MOTION AND EX PARTE MOTION; E-MAIL DOCUMENTS TO CHAMBERS WITH EXHIBITS	0.40	168.00
01/17/2011			
JLM	TELEPHONE CONFERENCE WITH C. PIRRO AT JUDGE'S CHAMBERS RE: STORE CLOSING MOTION		

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0005M

STATEMENT NO: 209934

RE: BUSINESS OPERATIONS

AND CONFERENCE WITH A. GOLDSTEIN RE: SAME TIME  
0.20      84.00

01/18/2011

AG TELEPHONE CONFERENCE WITH CFO RE: INSURANCE POLICIES 0.40      210.00

JLM TELEPHONE CONFERENCE WITH LAW CLERK RE: ENTERING STORE CLOSING ORDER AND E-MAIL TO A. GOLDSTEIN RE: SAME (.2); E-MAILS TO W. YEUNG AT DONLIN RE: SERVING STORE CLOSING ORDER AS DISCUSSED LAST WEEK AND RE: AFFIDAVIT OF SERVICE OF SAME (.1); REVIEW EX PARTE SCHEDULING ORDER AND COORDINATE SERVICE OF SAME BY E-MAIL AND CALENDAR HEARING DATE (.2) 0.50      210.00

01/19/2011

AG RESPOND TO E-MAIL REQUEST - CASE STATUS 0.50      262.50

01/20/2011

AS TELEPHONE CONFERENCE WITH DEBTOR RE: WAREHOUSE SALE, LEASES REJECTION AND POST CONFIRMATION SALES 0.80      440.00

AG REVIEW NOVEMBER OPERATING REPORTS 0.40      210.00

AG TELEPHONE CONFERENCES WITH EASTHAM ATTORNEY; VIET DO RE: EASTHAM LOCATIONS AND POSSIBLE WAREHOUSE SALE 0.80      420.00

01/21/2011

AS REVIEW DOCUMENT REQUESTED BY CC RE: PAYMENT OF RELEASES AND EXPENSES TO ENCLOSURE 0.80      440.00

AG E-MAILS TO PROPOSED WAREHOUSE SALE AT EASTHAM 0.50      262.50

01/24/2011

JLM E-MAIL TO A. GOLDSTEIN AND L. GRAFTON RE: PEOPLE COMING TO LOOK AT WOODBURY STORE AND REQUESTING ADVANCE NOTICE 0.30      126.00

JLM E-MAIL TO A. GOLDSTEIN RE: SIMON PROPERTY AGREEMENT (.1); REVIEW AMENDED AGREEMENT WITH SIMON PROPERTY LANDLORD (.2); REVIEW CALCULATION OF SIMON REJECTION DAMAGES CLAIM (.4); TELEPHONE CONFERENCE WITH A.

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

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February 17, 2011

CLIENT NO: 11931-0005M  
STATEMENT NO: 209934

ROCK & REPUBLIC ENTERPRISES, INC.

RE: BUSINESS OPERATIONS

		<u>TIME</u>
	GOLDSTEIN RE: SAME (.2); E-MAIL TO COMMITTEE RE: SAME (.1); PREPARE AND REVISE STORE CLOSING ORDER TO REFLECT CHANGE IN AGREEMENT WITH SIMON PROPERTIES (.5); PREPARE REDLINE OF REVISED PROPOSED ORDER (.2)	1.70      714.00
JLM	DRAFT NOTICE OF ENTRY OF STORE CLOSING MOTION (.4); REVISE STORE CLOSING ORDER (.3); PREPARE REDLINE OF AGREEMENT WITH SIMON PROPERTIES (.2); DRAFT LETTER TO JUDGE IN CONNECTION WITH STORE CLOSING MOTION, ENCLOSING REVISED AGREEMENT WITH SIMON PROPERTIES AND REVISED ORDER AND NOTICE OF ENTRY (.3)	1.20      504.00
01/25/2011		
JLM	REVIEW STORE CLOSING MOTION AND AMENDED AGREEMENT WITH CPG TO PREPARE FOR HEARING ON STORE CLOSING MOTION AND PREPARE OUTLINE OF ARGUMENT FOR THE HEARING TOMORROW	1.00      420.00
JLM	REVIEW AND REVISE PROPOSED NOTICE OF ENTRY OF STORE CLOSING ORDER (.4); PREPARE REDLINE OF AMENDED AGREEMENT WITH LANDLORD CPG (.1); DRAFT LETTER TO JUDGE ENCLOSING REVISED STORE CLOSING ORDER AND REVISED EXHIBITS (.4); E-MAIL SAME TO CHAMBERS (.1); TELEPHONE CONFERENCE WITH LAW CLERK RE: SUBMISSION OF SAME (.2); E-FILE AND SERVE SAME BY E-MAIL (.3)	1.50      630.00
JLM	E-MAIL TO L. GRAFTON AT SIMON PROPERTIES RE: PEOPLE COMING TO LOOK AT THE WOODBURY COMMONS SPACE; E-MAIL TO VIET DO RE: SAME; E-MAIL TO L. GRAFTON RE: SAME	0.30      126.00
AS	REVIEW STORE CLOSING MOTION IN PREPARATION FOR HEARING TOMORROW	1.00      550.00
01/26/2011		
AG	E-MAILS TO CLIENT RE: STORE CLOSING SALE AT OUTLET STORES	0.50      262.50
JLM	E-MAIL TO A. GOLDSTEIN RE: NOTIFYING SIMON RE: ELECTING TO CONTINUE IN POSSESSION OF CAMARILLO STORE THROUGH FEBRUARY 2011 AND	

PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS  
IF YOU WOULD LIKE TO PAY BY MASTERCARD, VISA OR AMERICAN EXPRESS, PLEASE CONTACT  
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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

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February 17, 2011

CLIENT NO: 11931-0005M  
STATEMENT NO: 209934

ROCK & REPUBLIC ENTERPRISES, INC.

RE: BUSINESS OPERATIONS

RE: VF CONSENT TO STORE CLOSING MOTION (.2); ARGUE STORE CLOSING MOTION (.2); E-MAIL TO CHAMBERS THE PROPOSED ORDER IN WORD WITH EXHIBITS THERETO (.2); REVIEW SIGNED STORE CLOSING ORDER AND PREPARE NOTICE OF ENTRY AND ATTACHMENT FOR E-FILING AND SERVICE ON GOVERNMENTAL ENTITIES (.2); LETTER TO JUDGE RE: SAME (.2); E-MAIL WITH A. GOLDSTEIN RE: CAMARILLO LICENSE AGREEMENT AND REVIEW LICENSE AGREEMENT AND CONFERENCE WITH A. GOLDSTEIN RE: SAME (.3)

TIME

1.30 546.00

01/27/2011

AG TELEPHONE CONFERENCE WITH RR PROFESSIONALS RE: SALE PROCESS - INSTRUCT SALES 1.00 525.00

AS TELEPHONE CONFERENCE WITH DEBTOR - POST CLOSING OPERATION 1.00 550.00

01/28/2011

AG TELEPHONE CONFERENCE WITH VF ATTORNEY RE: INTERNET SALES 0.20 105.00

AG TELEPHONE CONFERENCE WITH MB RE: INTERNET SALES 0.20 105.00

TOTAL LEGAL SERVICES THIS MATTER 50.70 23,814.00

TOTAL CURRENT WORK 23,814.00

TOTAL THIS MATTER \$23,814.00

TOTAL DUE THIS MATTER \$23,814.00

**TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.**

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NEW YORK, N.Y. 10022

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ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

February 17, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209935

ATTN: ARMANDO ARCE, JR.

---

RE: CLAIMS ADMINISTRATION & OBJECTIONS

LEGAL SERVICES

		<u>TIME</u>	
01/03/2011	SLK PREPARE DOCUMENTS FOR REVIEW BY A. SPIZZ	2.50	375.00
	AG E-MAIL TO CO-COUNSEL RE: NEW PACIFIC TRIAL	0.30	157.50
01/04/2011	AS REVIEW SIMMS SIGAL DOCUMENT DEMAND	0.80	440.00
	AS E-MAILS WITH CONDE NAST RE: CONFIRMATION OF CLAIM AMOUNT	0.40	220.00
	AG REVIEW CLAIMS - POSSIBLE OBJECTIONS	0.90	472.50
	AG TELEPHONE CONFERENCE WITH ROTH CAPITAL RE: MOTION TO FILE LATE CLAIM	0.20	105.00
	FM MEETING WITH A. SPIZZ RE: DOCUMENT PRODUCTION	0.40	152.00
01/05/2011	SLK CONTINUE TO PREPARE DOCUMENTS FOR REVIEW; CONFERENCE WITH F. MONTEJO RE: SAME.	1.11	166.50
	FM DISCUSSION WITH A. SPIZZ AND S. KNIGHT RE: EMAILS; REVIEW EMAILS	2.40	912.00
01/06/2011	AS REVIEW DEPOSITION NOTICES - SIMMS SIGAL; E-MAIL TO CLIENT	0.50	275.00
	AS CONFERENCE WITH CHRIS MANDERSON RE: CA DEPOSITION	0.40	220.00
	AG TELEPHONE CONFERENCE WITH CO-COUNSEL UPCOMING NEW PACIFIC TRIAL - OUTSTANDING ISSUES, ETC.	0.60	315.00
	FM REVIEW EMAILS; DISCUSSION WITH A. SPIZZ	3.60	1,368.00

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

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February 17, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209935

ROCK & REPUBLIC ENTERPRISES, INC.

RE: CLAIMS ADMINISTRATION & OBJECTIONS

		TIME	
01/07/2011	AG REVIEW CLAIMS RE: OBJECTIONS	1.80	945.00
	AG TELEPHONE CONFERENCE WITH ATTORNEY FOR ROTH CAPITAL RE: LATE CLAIM MOTIONS	0.20	105.00
	FM REVIEW EMAILS	3.60	1,368.00
01/10/2011	SLK CONFERENCE WITH A. GOLDSTEIN RE: PREPARE DOCUMENT RESPONSES	0.12	18.00
	AG REVIEW DOCUMENTS - SIMMS SIGAL PRODUCTION	4.20	2,205.00
	FM MEETING WITH A. GOLDSTEIN RE: DOCUMENT PRODUCTION	1.50	570.00
01/11/2011	SLK PREPARE DOCUMENT PRODUCTION IN CONNECTION WITH ROCK AND REPUBLIC DOCUMENT RESPONSES.	3.00	450.00
	AG DRAFT RESPONSE TO SIMMS SIGAL REQUEST FOR PRODUCTION OF DOCUMENTS; REVIEW DOCUMENTS TO BE PRODUCED	3.10	1,627.50
	AG TELEPHONE CONFERENCE WITH SILBERT RE: CLAIMS ANALYSIS	0.60	315.00
	AG REVIEW DOCUMENTS - NEW PACIFIC	1.40	735.00
	JLM CONFERENCE WITH A. GOLDSTEIN RE: NEW PACIFIC	0.30	126.00
01/12/2011	SLK PREPARE DOCUMENTS TO BE PRODUCED AS DISCOVERY; REVIEW (3) C-DOMS AND PERFORM SEARCH FOR DISCOVERY DOCUMENTS.	4.10	615.00
	SLK FINALIZE DOCUMENT PRODUCTION FOR SERVICE UPON OPPOSING COUNSEL; REVIEW DOCUMENT RESPONSES IN CONNECTION WITH SAME.	0.25	37.50
	AG FINALIZE REPOSE TO SIMMS SIGAL REQUEST FOR PRODUCTION OF DOCUMENTS AND PRIVILEGE LOG; ARRANGE FOR SERVICE	0.50	262.50

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

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February 17, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209935

ROCK & REPUBLIC ENTERPRISES, INC.

RE: CLAIMS ADMINISTRATION & OBJECTIONS

		<u>TIME</u>
01/13/2011	AG TELEPHONE CONFERENCE WITH MANDERSON RE: SIMMS SIGAL SCHEDULED DEPOSITIONS AND EMPLOYEE ISSUES	0.80      420.00
01/14/2011	AG REVIEW AND REVISE PROPOSED CONFIDENTIALITY AGREEMENT RE: SIMMS SIGAL	0.80      420.00
	AG REVIEW DOCUMENTS RE: NEW PACIFIC TRIAL	0.60      315.00
01/17/2011	SLK PREPARE DOCUMENTS FOR REVIEW BY A. GOLDSTEIN	0.50      75.00
	AG REVIEW SPRING ST. DOCUMENTS	1.60      840.00
01/18/2011	SLK COMMENCE DUPLICATING OF CD/DVD ROMS FOR DUPLICATING	0.50      75.00
	AG REVIEW SIMMS SIGAL DOCUMENTS PRODUCED IN RESPONSE TO REQUEST FOR PRODUCTION OF DOCUMENTS	2.70      1,417.50
	AG TELEPHONE CONFERENCE WITH CO-COUNSEL RE: MONDAY TRIAL	0.70      367.50
01/19/2011	AG REVIEW DOCUMENTS - NEW PACIFIC TRIAL, INCLUDING 2 TELEPHONE CONFERENCES WITH CO-COUNSEL AND WENDY WALKER - NP COUNSEL	2.50      1,312.50
	SLK TELEPHONE CONFERENCES (2) WITH A. GOLDSTEIN AND CALIFORNIA CO-COUNSELS RE: PREPARATION FOR TRIAL; COMMENCE PREPARING DOCUMENTS FOR TRIAL; ORDER EXHIBITS TABS.	1.30      195.00
01/20/2011	SLK PREPARE (170) TRIAL EXHIBITS; WITNESS LIST; DECLARATIONS; MOTIONS IN LIMINE FOR TRIAL; DRAFT LETTER TO JUDGE LANE AND FINALIZE EXHIBITS.	4.50      675.00
	AG TELEPHONE CONFERENCE WITH SIMMS SIGAL ATTORNEY RE: DEPOSITION SCHEDULE AND FURTHER PRODUCTION OF DOCUMENTS	0.40      210.00

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

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February 17, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209935

ROCK & REPUBLIC ENTERPRISES, INC.

RE: CLAIMS ADMINISTRATION & OBJECTIONS

			<u>TIME</u>
AG	COMPILE DOCUMENTS FOR FORENSIC ACCOUNT RE: SIMMS SIGAL		0.80      420.00
AG	REVIEW AND COMPILE DOCUMENTS FOR MONDAY TRIAL (NEW PACIFIC)		2.40      1,260.00
AG	TELEPHONE CONFERENCE WITH SIMMS SIGAL ATTORNEY RE: ADDITIONAL PRODUCTION OF DOCUMENTS AND DEPOSITION SCHEDULE		0.60      315.00
01/21/2011			
AS	CONFERENCE WITH A. GOLDSTEIN RE: REJECTION OF CLAIM OF SIMON PROPERTIES		0.30      165.00
AG	TELEPHONE CONFERENCES WITH VIET RE: DOCUMENT PRODUCTION		0.60      315.00
AG	REVIEW DOCUMENTS; RESPOND TO COMMITTEE DOCUMENT REQUEST		2.10      1,102.50
01/24/2011			
AS	CONFERENCE WITH A. GOLDSTEIN, DA AND BRUCE ARMSTRONG RE: NEW PACIFIC TRIAL		1.00      550.00
AG	ATTEND TRIAL/NEW PACIFIC		10.00      5,250.00
JLM	E-MAIL TO A. GOLDSTEIN RE: DOCUMENTS FOR NEW PACIFIC TRIAL; CONFERENCE WITH A. GOLDSTEIN RE: TRIAL PROCEEDINGS		0.30      126.00
01/25/2011			
AS	ATTEND PORTION OF NP TRIAL		1.50      825.00
AG	ATTEND TRIAL/OBJECTION TO NEW PACIFIC CLAIM		10.00      5,250.00
AG	MEETING WITH AND PREPARE WITNESSES FOR TOMORROW'S TRIAL		2.50      1,312.50
JLM	E-MAIL TO AND TELEPHONE CONFERENCE WITH CRYSTAL MASON RE: COORDINATING MEETING AT TNSJ OFFICES TONIGHT		0.30      126.00
01/26/2011			
AS	ATTEND NP OBJECTION TRIAL		1.50      825.00
AG	ATTEND TRIAL/OBJECTION TO NEW PACIFIC TRIAL		4.50      2,362.50

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

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February 17, 2011

CLIENT NO: 11931-0006M  
STATEMENT NO: 209935

ROCK & REPUBLIC ENTERPRISES, INC.

RE: CLAIMS ADMINISTRATION & OBJECTIONS

		<u>TIME</u>	
AG	MEETING WITH CLIENTS RE: NEW PACIFIC TRIAL	2.50	1,312.50
SLK	CONTINUE TO REVIEW R&R'S DOCUMENT PRODUCTION CD-ROMS FOR E-MAILS RELATING TO R&R EMPLOYEES.	1.00	150.00
JLM	APPEARANCE IN COURT RE: TRIAL IN NEW PACIFIC MATTER	1.00	420.00
01/27/2011	AG REVIEW NP TRIAL EXHIBITS	1.50	787.50
01/28/2011	JLM CONFERENCE WITH A. GOLDSTEIN RE: OBJECTING TO CLAIMS OF COMVEST AND GR	0.10	42.00
	AG TELEPHONE CONFERENCE WITH NEW PACIFIC COUNSEL RE: 502 (b) (6) ANALYSIS	0.30	157.50
	AG DISCUSS 502 (b) (6) ANALYSIS WITH J. MAKOWER (.5); RESEARCH RE: SAME (.9)	1.40	735.00
	JLM TELEPHONE CONFERENCE WITH CHAMBERS RE: CONFERENCE ON 2/1 IN SPRING STREET MATTER AND CALL-IN INFORMATION RE: SAME (.2); TELEPHONE CONFERENCE WITH COURT CALL RE: SAME AND E-MAIL TO COMMITTEE AND LANDLORD'S COUNSEL RE: SAME (.2)	0.40	168.00
	JLM CONFERENCE WITH A. GOLDSTEIN RE: NEW PACIFIC TRIAL AND STIPULATING ON CERTAIN SECTION 502(b) (6) ITEMS AND RE: METHOD OF DOING CALCULATIONS UNDER SECTION 502(b) (6)	0.80	336.00
	JLM TELEPHONE CONFERENCE WITH A. GOLDSTEIN AND W. WALKER RE: NEW PACIFIC/ITEMS WE MAY BE ABLE TO STIPULATE TO (.2); REVIEW E-MAILS RE: SAME BY W. WALKER AND A. GOLDSTEIN (.1)	0.30	126.00
	JLM REVIEW SECTION 502(b) (6) NEW PACIFIC OPPOSITION FILED A FEW MONTHS AGO	0.20	84.00
01/31/2011	JLM CONFERENCE WITH A. SPIZZ RE: NEW PACIFIC CLAIM OBJECTION; E-MAIL TO A. SPIZZ RE: SAME	0.10	42.00

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ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0006M

STATEMENT NO: 209935

RE: CLAIMS ADMINISTRATION & OBJECTIONS

TIME

AS	REVIEW COMMENT AND BLUE CLAIMS FOR FILING OBJECTIONS; E-MAIL WITH CC - ON SAME	1.20	660.00
AS	TELEPHONE CONFERENCE WITH COUNSEL FOR SIMMS SIGAL RE: DISCOVERY DEPOSITION RESOLUTION	0.60	330.00
	TOTAL LEGAL SERVICES THIS MATTER	105.48	46,435.50

DISBURSEMENTS

LEXIS NEXIS - RESEARCH CHARGES	206.90
TOTAL DISBURSEMENTS THROUGH 01/31/2011	206.90
TOTAL CURRENT WORK	46,642.40
TOTAL THIS MATTER	<u>\$46,642.40</u>
TOTAL DUE THIS MATTER	<u>\$46,642.40</u>

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**425 PARK AVENUE**  
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 FACSIMILE (212) 754-6262

ROCK & REPUBLIC ENTERPRISES, INC.  
 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

ATTN: ARMANDO ARCE, JR.

Page: 1  
 February 17, 2011  
 CLIENT NO: 11931-0008M  
 STATEMENT NO: 209936

RE: FEE APPLICATIONS

LEGAL SERVICES

01/03/2011	JLM	DRAFT NOTICE OF HEARING ON FEE APPLICATIONS WITH ATTACHED CHART OF FEES AND EXPENSES REQUESTED (.5); DRAFT PROPOSED FEE ORDER WITH CHART (.6)	TIME	462.00
01/05/2011	JLM	TELEPHONE CONFERENCE WITH J. RENERT RE: PROPOSED FEE APPLICATION NOTICE AND FEE APPLICATION ORDER (.2); E-MAIL PRIOR NOTICE AND ORDER TO J. RENERT (.1)	0.30	126.00
01/06/2011	JLM	E-MAIL TO J. RENERT RE: HER COMMENT ON THE FEE APPLICATION NOTICE; CONFERENCE WITH A. GOLDSTEIN RE: SAME; REVIEW MONTHLY FEE ORDER; REVISE FEE APPLICATION NOTICE; E-MAILS WITH W. YEUNG AT DONLIN RECANO RE: SERVICE OF FEE APPLICATION NOTICE	0.30	126.00
01/11/2011	JLM	DRAFT LETTER TO JUDGE RE: FEE APPLICATION HEARING NOTICE AND REVIEW AFFIDAVIT OF SERVICE	0.20	84.00
01/20/2011	JLM	REVIEW COMMITTEE'S COMMENTS ON FEE ORDER; E-MAIL TO A. GOLDSTEIN RE: SAME; E-MAIL TO J. RENERT RE: SAME	0.30	126.00
01/24/2011	JLM	E-MAIL TO J. RENERT RE: ADJOURNMENT OF FEE APPLICATION HEARINGS	0.10	42.00
01/28/2011	JLM	DRAFT NOTICE OF ADJOURNMENT OF FEE APPLICATIONS HEARING; COORDINATE FILING AND SERVICE OF SAME  TOTAL LEGAL SERVICES THIS MATTER	0.30 2.60	126.00 1,092.00

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ROCK & REPUBLIC ENTERPRISES, INC.

RE: FEE APPLICATIONS

Page: 2

February 17, 2011

CLIENT NO: 11931-0008M

STATEMENT NO: 209936

TOTAL CURRENT WORK	1,092.00
TOTAL THIS MATTER	<u>\$1,092.00</u>
TOTAL DUE THIS MATTER	<u>\$1,092.00</u>

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FACSIMILE (212) 754-6262

Page: 1

February 17, 2011

ROCK & REPUBLIC ENTERPRISES, INC.  
3523 EASTHAM DRIVE  
CILVER CITY CA 90232

CLIENT NO: 11931-0009M  
STATEMENT NO: 209937

ATTN: ARMANDO ARCE, JR.

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RE: FEE/EMPLOYMENT OBJECTIONS

LEGAL SERVICES

			<u>TIME</u>	
01/04/2011	AS	CONFERENCE WITH ROB HIRSH RE: RETENTION OF FORENSIC ACCOUNTANT	0.30	165.00
01/20/2011	AS	REVIEW MONTHLY STATEMENT OF ATLAS ADVISOR FOR DECEMBER 2010	0.40	220.00
	AS	REVIEW MONTHLY STATEMENT FOR COLEMAN FROST	0.50	275.00
01/21/2011	AS	REVIEW MONTHLY FEE STATUS OF A.F.	1.00	550.00
		TOTAL LEGAL SERVICES THIS MATTER	<u>2.20</u>	<u>1,210.00</u>
		TOTAL CURRENT WORK		1,210.00
		TOTAL THIS MATTER		<u>\$1,210.00</u>
		TOTAL DUE THIS MATTER		<u>\$1,210.00</u>

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ROCK & REPUBLIC ENTERPRISES, INC.  
 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

Page: 1  
 February 17, 2011  
 CLIENT NO: 11931-0010M  
 STATEMENT NO: 209938

ATTN: ARMANDO ARCE, JR.

RE: PLAN & DISCLOSURE STATEMENT

LEGAL SERVICES

		<u>TIME</u>
01/03/2011	AG REVIEW PLAN - REVISIONS TO BE MADE	2.20 1,155.00
	AG REVIEW DISCLOSURE STATEMENT; REVISIONS TO BE MADE	1.20 630.00
01/04/2011	AG REVIEW DISCLOSURE STATEMENT - REVISIONS TO BE MADE	2.10 1,102.50
01/05/2011	AG REVISIONS - REVIEW PLAN	1.30 682.50
01/10/2011	AG REVIEW PLAN; REVISIONS TO BE MADE	0.70 367.50
01/12/2011	AG TELEPHONE CONFERENCE WITH MANDERSON RE: PLAN REVISIONS	0.40 210.00
01/13/2011	AG REVIEW PLAN - FURTHER AMENDMENTS	2.10 1,102.50
	AG TELEPHONE CONFERENCE WITH MARK WALLACE RE: PLAN REVISIONS AND TAX RAMIFICATIONS	0.60 315.00
01/17/2011	AG E-MAILS WITH CLIENT; MANDERSON RE: PLAN RELEASE LANGUAGE - INSURANCE POLICIES	0.50 262.50
01/19/2011	AS REVIEW OBJECTION FILED BY EASTERN TO DEBTOR DISCLOSURE STATEMENT	0.80 440.00
	AS REVIEW OBJECTION TO DISCLOSURE STATEMENT FILED BY RKF; CONFERENCE WITH A. GOLDSTEIN	1.00 550.00
	AG REVIEW OBJECTIONS TO D.S.	0.80 420.00

TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0010M

STATEMENT NO: 209938

RE: PLAN & DISCLOSURE STATEMENT

		TIME		
01/20/2011	AS	REVIEW ESTIMATE RANGE OF PAYMENT TO UNSECURED TOGETHER WITH ANALYSIS	0.80	440.00
	AG	TELEPHONE CONFERENCE WITH RR PROFESSIONAL RE: EASTHAM LEASE SITUATION OBJECTIONS TO DS AND GENERAL BUSINESS PLANS	0.90	472.50
	AG	TELEPHONE CONFERENCE WITH COMMITTEE AND VF COUNSEL RE: DISCUSS OBJECTIONS TO DISCLOSURE STATEMENT; REVISIONS TO D.S. AND PLAN	0.50	262.50
	AG	TELEPHONE CONFERENCE WITH COMMITTEE COUNSEL RE: REVISIONS TO D.S. AND PLAN (.4); DISCUSSION WITH J. MAKOWER (.3)	0.70	367.50
	JLM	REVIEW 2 OBJECTIONS TO DISCLOSURE STATEMENT (1 BY RKF AND 1 BY EASTHAM LANDLORD) (.9); ATTEND PROFESSIONALS' CONFERENCE CALL (.5); CONFERENCE CALL WITH A. GOLDSTEIN, R. HIRSH AND J. RENERT RE: DISCLOSURE STATEMENT AND 3525 EASTHAM, ETC. (.5); TELEPHONE CONFERENCE WITH A. GOLDSTEIN AND J. RENERT RE: RELEASE LANGUAGE ND PLAN (.2)	2.10	882.00
01/21/2011	AS	REVIEW REVISED PLAN AND DISCLOSURE STATEMENT IN ACCORDANCE WITH CONFERENCE WITH CC AND OBJECTIONS CREDITORS	1.00	550.00
	AG	REVIEW REVISED PLAN AND PROPOSAL ORDER	0.50	262.50
	JLM	MEET WITH A. GOLDSTEIN AND COMMITTEE, ETC. RE: PLAN AND DISCLOSURE STATEMENT ISSUES	1.50	630.00
	AG	TELEPHONE CONFERENCES WITH COMMITTEE COUNSEL; COUNSEL FOR RKF AND EASTHAM LOCATION RE: DISCLOSURE STATEMENT OBJECTIONS	1.10	577.50
01/22/2011	JLM	REVIEW E-MAILS FROM J. RENERT RE: DISCLOSURE STATEMENT ORDER AND DISCLOSURE STATEMENT AND PLAN; GO TO OFFICE TO PRINT OUT REVISED DISCLOSURE STATEMENT AND PLAN DOCUMENTS E-MAILED BY J. RENERT ON FRIDAY		

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209938

RE: PLAN & DISCLOSURE STATEMENT

		TIME	
01/23/2011	EVENING	0.60	252.00
JLM	REVIEW PLAN AND DISCLOSURE STATEMENT (1.0); REVIEW AND REVISE DISCLOSURE STATEMENT ORDER (2.0); E-MAILS TO A. GOLDSTEIN AND A. SPIZZ RE: DISCLOSURE STATEMENT ORDER AND DISCLOSURE STATEMENT ISSUES (.2)	3.20	1,344.00
01/24/2011	AS	0.40	220.00
AS	REVIEW LETTER BY COMMITTEE RECOMMENDING ACCEPTANCE OF PLAN	0.50	275.00
AS	TELEPHONE CONFERENCE WITH COUNSEL TO COMMITTEE - HIRSH RE: AMENDMENT TO DISCLOSURE STATEMENT	1.00	550.00
JLM	CONTINUE TO REVIEW AND REVISE DISCLOSURE STATEMENT ORDER AND EXHIBITS; E-MAILS WITH J. RENERT RE: REVISIONS NEEDED TO DISCLOSURE STATEMENT ORDER AND BALLOTS, ETC.	2.30	966.00
JLM	E-MAIL TO COMMITTEE RE: RKF INTEREST IN ESCROW ISSUE	0.20	84.00
JLM	REVIEW E-MAIL FROM I. GOLD RE: DISCLOSURE STATEMENT AND EASTHAM ISSUES (.1); TELEPHONE CONFERENCE WITH A. SPIZZ AND R. HIRSH RE: I. GOLD'S COMMENTS (.6)	0.70	294.00
JLM	DRAFT LANGUAGE TO ADD INTO DISCLOSURE STATEMENT TO RESPOND TO 3525 EASTHAM LANDLORD'S COMMENTS AND E-MAIL TO COMMITTEE RE: SAME (.5); CONFERENCE WITH A. SPIZZ RE: DISCLOSURE STATEMENT ISSUES (.3)	0.80	336.00
JLM	E-MAIL TO A. GOLDSTEIN AND A. SPIZZ RE: QUESTIONS ON DISCLOSURE STATEMENT AND PLAN	0.20	84.00
01/25/2011	JLM	TELEPHONE CONFERENCE CALL WITH A. GOLDSTEIN, COMMITTEE AND I. GOLD RE: DISCLOSURE STATEMENT ISSUES AND TELEPHONE	

PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS  
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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0010M

STATEMENT NO: 209938

RE: PLAN & DISCLOSURE STATEMENT

		<u>TIME</u>
	CONFERENCE WITH V. DURRER RE: DISCLOSURE STATEMENT ISSUES (2.0); REVIEW REVISIONS TO PLAN AND DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER (1.0); E-MAILS TO COMMITTEE AND I. GOLD RE: REVISIONS TO DISCLOSURE STATEMENT RE: BALL RELEASE (.4); E-MAILS RE: CIT (.2); MEETINGS WITH A. SPIZZ AND A. GOLDSTEIN RE: HEARING TOMORROW (.8)	4.40      1,848.00
JLM	REVIEW REVISED DISCLOSURE STATEMENT AND PLAN AND REVIEW E-MAILS WITH COMMITTEE AND I. GOLD, ETC. RE: SAME	1.00      420.00
JLM	REVIEW E-MAILS FROM COMMITTEE RE: PROPOSED REVISIONS TO PLAN (.3); CONFERENCE WITH A. SPIZZ RE: EASTHAM ISSUES AND OUR PROPOSED REVISIONS TO DISCLOSURE STATEMENT (.3)	0.60      252.00
JLM	REVIEW ADDITIONAL CHANGES TO PLAN AND DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER AND REVIEW COMMITTEE'S LETTER TO CREDITORS	0.30      126.00
JLM	PREPARATION OF FILES FOR DISCLOSURE HEARING TOMORROW AND CONFERENCE WITH A. SPIZZ RE: SAME	0.50      210.00
AS	CHANGES TO DISCLOSURE STATEMENT PER RESOLUTION WITH OBJECTIONS	2.00      1,100.00
AS	REVIEW FURTHER REVISIONS TO PLAN, DISCLOSURE STATEMENT AND ORDER APPROVING D.S.; PREPARATION FOR TOMORROW'S HEARING	3.50      1,925.00
01/26/2011		
JLM	ATTEND HEARING IN COURT ON APPROVAL OF DISCLOSURE STATEMENT (1.8); CONFERENCE WITH A. GOLDSTEIN RE: SAME (.1); TRAVEL TIME (.9); REVIEW PROPOSED LANGUAGE CIRCULATED BY J. RENERT AFTER DISCLOSURE STATEMENT HEARING AND E-MAILS RE: SAME (.4); CONFERENCE WITH A. SPIZZ RE: DISCHARGE PROVISIONS (.1)	3.30      1,386.00
AS	ATTEND HEARING TO APPROVE DISCLOSURE STATEMENT AND TRAVEL	2.50      1,375.00

PLEASE NOTE THAT WE NOW ACCEPT CREDIT CARD PAYMENTS  
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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

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February 17, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209938

RE: PLAN & DISCLOSURE STATEMENT

		TIME
AS	REVIEW REVISED DISCLOSURE STATEMENT, PLAN AND ORDER PER HEARING	1.00 550.00
01/27/2011		
JLM	E-MAIL TO A. GOLDSTEIN AND J. RENERT RE: DISCLOSURE STATEMENT ORDER AND DISCLOSURE STATEMENT AND RELEVANT DATES; REVIEW REVISED DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER	1.00 420.00
AG	REVIEW PROPOSED ORDER APPROVING D.S.; REVIEW REVISIONS TO D.S. AND PLAN	0.50 262.50
AG	REVIEW FURTHER REVISIONS TO DOCUMENTS	0.30 157.50
AG	REVIEW SUMMARY/DETAILED PLAN CLASS VOTING REPORT	1.30 682.50
AG	TELEPHONE CONFERENCE WITH PROFESSIONALS RE: PLAN AND APA STATUS	0.30 157.50
AS	REVIEW PLAN AND DISCLOSURE STATEMENT - REVISIONS PER COURT HEARING	1.50 825.00
AS	REVIEW VOTING CLAIMS REPORT	0.50 275.00
01/28/2011		
JLM	CONFERENCE WITH A. GOLDSTEIN RE: RESCHEDULING MEETING WITH G. SILBERT AND RE: PLAN AND DISCLOSURE STATEMENT ISSUES INCLUDING ADDING PARENT COMPANIES TO PLAN AS RELEASED PARTIES (.2); E-MAIL TO G. SILBERT RE: SAME (.1); E-MAIL TO J. RENERT RE: ADDING PARENT COMPANIES AND RE: SPRING STREET CONFERENCE (.1); REVIEW E-MAILS FROM J. RENERT, ETC. RE: DISCLOSURE STATEMENT DATES, ETC. (.1); REVIEW NEW BLACKLINED PLAN, DISCLOSURE STATEMENT AND DISCLOSURE STATEMENT ORDER (.4)	0.90 378.00
01/31/2011		
JLM	E-MAIL TO G. SILBERT RE: MEETING THIS WEEK; REVIEW E-MAILS BETWEEN A. SPIZZ AND J. RENERT RE: COMVEST AND OTHER CLAIMS	0.30 126.00
AS	REVIEW FINAL ORDER APPROVAL DISCLOSURE	

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TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.

ROCK & REPUBLIC ENTERPRISES, INC.

RE: PLAN & DISCLOSURE STATEMENT

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February 17, 2011

CLIENT NO: 11931-0010M  
STATEMENT NO: 209938

	TIME
STATEMENT	<u>0.40</u>
TOTAL LEGAL SERVICES THIS MATTER	<u>220.00</u>
 TOTAL CURRENT WORK	 <u>28,783.00</u>
 TOTAL THIS MATTER	 <u>\$28,783.00</u>
 TOTAL DUE THIS MATTER	 <u>\$28,783.00</u>

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**TODTMAN, NACHAMIE, SPIZZ & JOHNS, P.C.**  
**425 PARK AVENUE**  
**NEW YORK, N.Y. 10022**

TELEPHONE (212) 754-9400  
 FACSIMILE (212) 754-6262

ROCK & REPUBLIC ENTERPRISES, INC.  
 3523 EASTHAM DRIVE  
 SILVER CITY CA 90232

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February 17, 2011

CLIENT NO: 11931-0013M  
 STATEMENT NO: 209939

ATTN: ARMANDO ARCE, JR.

RE: LEASES/EXCUTORY CONTRACTS

LEGAL SERVICES

		<u>TIME</u>		
01/07/2011	AG	REVIEW WYNN LAS VEGAS LICENSE AGREEMENT; E-MAIL TO PARTIES	0.50	262.50
01/18/2011	JLM	E-MAIL TO A. GOLDSTEIN RE: CALLING SIMON PROPERTIES RE: CHANGING 1/24 DATE IN THE AGREEMENT AND CONFERENCE WITH A. GOLDSTEIN RE: SIMON PROPERTIES	0.20	84.00
01/20/2011	JLM	REVIEW EASTHAM LEASE DOCUMENTS AND CONFERENCE CALLS RE: SALE AT EASTHAM	0.50	210.00
01/21/2011	AG	TELEPHONE CONFERENCE WITH SIMON PROPERTIES LANDLORD RE: AGREEMENT TO CONDUCT STORE CLOSING SALE; REVISE AGREEMENT	1.20	630.00
	AS	TELEPHONE CONFERENCE AND E-MAIL WITH REP. OF EQUIPMENT LEASING CO. RE: COPY MACHINES - ASSUME OR REJECT	0.30	165.00
01/24/2011	AS	E-MAIL AND TELEPHONE CONFERENCE WITH CRO - ROBERTSON LEASE SETTLEMENT	0.50	275.00
	JLM	E-MAIL TO R. TUCKER AND L. GRAFTON RE: SIMON PROPERTIES' AGREEMENT WITH EXHIBITS	0.10	42.00
01/26/2011	AG	E-MAILS WITH CLIENT RE: TERMINATION OF WYNN LICENSE AGREEMENT - DISPOSAL OF INVENTORY	0.40	210.00
01/27/2011	AS	E-MAILS RE: WYNN - LEASE REJECTION	0.50	275.00
01/28/2011	JLM	CONFERENCE WITH A. GOLDSTEIN RE: SOUTH ROBERTSON LEASES AND POTENTIAL DEAL	0.20	84.00

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ROCK & REPUBLIC ENTERPRISES, INC.

RE: LEASES/EXCUTORIES CONTRACTS

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February 17, 2011

CLIENT NO: 11931-0013M

STATEMENT NO: 209939

	TIME
TOTAL LEGAL SERVICES THIS MATTER	<u>4.40</u>
TOTAL CURRENT WORK	<u>2,237.50</u>
TOTAL THIS MATTER	<u><u>\$2,237.50</u></u>
TOTAL DUE THIS MATTER	<u><u>\$2,237.50</u></u>

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